

**CHEETAH HOLDINGS BERHAD**  
[Registration No. 199701014907 (430404-H)]  
(Incorporated in Malaysia)

**MINUTES OF THE TWENTY-FIFTH (“25TH”) ANNUAL GENERAL MEETING OF THE COMPANY HELD ON VIRTUAL BASIS AND ENTIRELY VIA REMOTE PARTICIPATION AND VOTING FROM THE BROADCAST VENUE AT LOT 18.2, 18<sup>TH</sup> FLOOR, MENARA LIEN HOE, NO. 8, PERSIARAN TROPICANA, TROPICANA GOLF & COUNTRY RESORT, 47410 PETALING JAYA, SELANGOR DARUL EHSAN ON MONDAY, 28 NOVEMBER 2022 AT 10:00 A.M.**

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**Present at Broadcast Venue** : **Board of Directors**  
Mr. Roy Ho Yew Kee – Chairman  
Ms. Tham Choi Kuen – Independent Non-Executive Director  
Dato’ Tea Choo Keng – Independent Non-Executive Director  
Mr. Koo Kien Keat – Independent Non-Executive Director

**In Attendance** : Mr. Victor Lim Leong Poh – Chief Executive Officer  
Mr. Mr. Woon Hon Woun – Financial Controller  
Mr. Tan Kok Siong – Company Secretary  
Ms. Janice Low – Representatives of Workshire Corporate Services Sdn. Bhd.  
Mr. Lee Wee Hoong – Representatives of Messrs. BDO PLT

**Attendance of Shareholders**

The attendance of shareholders/ corporate representatives/ proxies is as per the Summary of Attendance List via the Remote Participation and Voting (“RPV”) facilities operated by Mlabs Research Sdn. Bhd. (“Mlabs”) in Malaysia via <https://rebrand.ly/Cheetah25thAGM>.

**CHAIRMAN**

On behalf of the Board of Directors of Cheetah Holdings Berhad (“Cheetah” or “the Company”), Mr. Roy Ho Yew Kee, the duly appointed Chairman of the meeting, welcomed the members and attendees to the Company’s 25th Annual General Meeting (“25th AGM”). The Chairman informed that as part of the Company’s safety measures to curb the spread of the Covid-19 pandemic, the 25th AGM was convened on a virtual basis through live streaming from the Broadcast Venue.

**NOTICE**

There being no objection, the notice convening the meeting dated 26 October 2022, having been circulated earlier to all the members of the Company within the statutory period, was taken as read.

**QUORUM**

The Chairman informed the meeting that the Constitution of the Company required the presence of at least two (2) members or proxies or corporate representatives to form a quorum. For a virtual general meeting, the quorum shall be determined by the number of members who logged-in at the commencement of the meeting.

Upon confirming the presence of the requisite quorum pursuant to the Company’s Constitution as confirmed by the Company Secretary, the Chairman called the meeting to order at 10:00 a.m.

## **POLLING AND ADMINISTRATIVE MATTERS**

The Meeting being informed that pursuant to Paragraph 8.29A of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad and Company's Constitution, all resolutions set out in the Notice of the 25th AGM shall be voted by poll. The poll would be conducted after all items on the agenda were dealt with.

The attendees were being informed on the flow of the meeting as follows:-

- (1) The meeting would go through all the six (6) Ordinary Resolutions of the Company as set out in the Notice of the 25th AGM.
- (2) Questions and Answers ("Q&A") session whereby the Board addressed the questions submitted by the members using Q&A panel via the Mlabs RPV facilities.
- (3) After having dealt with the Q&A, all the six (6) Ordinary Resolutions shall be put to vote electronically via RPV application operated by Mlabs.

The members were informed that the Company had appointed Aldpro Corporate Services Sdn. Bhd. as the Poll Administrator to conduct the polling process and CSC Securities Services Sdn. Bhd. as the Independent Scrutineer to verify the poll results.

The guide on the remote voting procedures and the manner to navigate through the RPV application were then shared to the members and that the online voting on all the Ordinary Resolutions would remain open until the closure of voting session.

The Meeting proceeded with the business of the agenda of the 25th AGM.

### **1. AUDITED FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 30 JUNE 2022 TOGETHER WITH THE REPORTS OF THE DIRECTORS AND AUDITORS**

The Audited Financial Statements for the financial year ended 30 June 2022 ("AFS FYE 2022") together with the Reports of the Directors and Auditors, having been circulated to all the members of the Company within the statutory period, were tabled to the meeting.

The Meeting being informed that the AFS FYE 2022 was meant for discussion only as pursuant to the Companies Act 2016, the AFS does not require a formal approval of the shareholders. Therefore, it was not put forward for voting and declared that the AFS FYE 2022 together with the Reports of the Directors and Auditors thereon be received.

### **2. PAYMENT OF DIRECTORS' FEES UP TO AN AMOUNT OF RM168,000 FROM 29 NOVEMBER 2022 UNTIL THE CONCLUSION OF THE NEXT AGM OF THE COMPANY**

The Meeting proceeded to Resolution 1 on the payment of Directors' Fees. The following resolution was put to the meeting for consideration and voting:-

*"THAT the payment of Directors' Fees up to an amount of RM168,000 from 29 November 2022 until the conclusion of the next AGM of the Company."*

### **3. PAYMENT OF DIRECTORS' BENEFITS UP TO AN AMOUNT OF RM50,000 TO BE DIVIDED AMONGST THE DIRECTORS IN SUCH MANNER AS THE DIRECTORS MAY DETERMINE FOR THE PERIOD FROM 29 NOVEMBER 2022 UNTIL THE NEXT AGM OF THE COMPANY**

The Meeting proceeded to Resolution 2 on the payment of Directors' Benefits. The following resolution was put to the meeting for consideration and voting:-

*“THAT the payment of Directors’ Benefits up to an amount of RM50,000 to be divided amongst the Directors in such manner as the Directors may determine for the period from 29 November 2022 until the next AGM of the Company.”*

**4. RE-ELECTION OF DATO’ TEA CHOO KENG AS A DIRECTOR WHO RETIRE BY ROTATION PURSUANT TO CLAUSE 109 OF THE COMPANY’S CONSTITUTION**

As Resolution 3 on the re-election of Dato’ Tea Choo Keng. The following resolution was put to the meeting for consideration and voting:-

*“THAT Dato’ Tea Choo Keng retiring pursuant to Clause 109 of the Company’s Constitution and being eligible, be re-elected as Director of the Company.”*

**5. RE-APPOINTMENT OF MESSRS. BDO PLT AS AUDITORS OF THE COMPANY**

The Meeting then moved on to Resolution 4 on the re-appointment of Auditors. It was noted that Messrs. BDO PLT had indicated their willingness to continue in office. The following resolution was put to the meeting for consideration and voting:-

*“THAT Messrs. BDO PLT be hereby re-appointed as Auditors of the Company for the ensuing year and to authorise the Directors to fix their remuneration”*

**6. AUTHORITY TO ALLOT AND ISSUE SHARES**

The Meeting then continued on Resolution 5 on the authority for the Directors to allot and issue shares in accordance with Sections 75 and 76 of the Companies Act 2016.

The Meeting being informed that the Resolution 5 if passed, will empower the Directors from the date of this AGM, to allot and issue up to a maximum of 10% of the total number of issued share capital of the Company for the time being for such purposes as they consider would be in the best interests of the Company, and that the existing shareholders of the Company will waive their pre-emptive rights to be offered new shares pursuant to Section 85 of the Companies Act 2016 read together with Clause 63 of the Constitution of the Company arising from any issuance of new shares of the Company.

This authority shall, unless be revoked or varied at a General Meeting, expired at the next AGM.

The following resolution was put to the meeting for consideration and voting:-

*“THAT subject always to the Companies Act 2016, Constitution of the Company and approvals from Bursa Malaysia Securities Berhad and any other governmental/regulatory bodies, where such approval is necessary, authority be and is hereby given to the Directors pursuant to Section 75 of the Companies Act 2016 to allot and issue not more than ten percent (10%) of the total number of issued shares (excluding treasury shares) of the Company at any time upon any such terms and conditions and for such purposes as the Directors may in their absolute discretion deem fit or in pursuance of offers, agreements or options to be made or granted by the Directors while this approval is in force until the conclusion of the next Annual General Meeting of the Company pursuant to Section 76 of the Companies Act 2016 and that the Directors be and are hereby further authorised to make or grant offers, agreements or options which would or might require shares to be issued after the expiration of the approval hereof.*

*AND THAT the existing shareholders of the Company hereby waive their pre-emptive rights to be offered new shares ranking equally to the existing issued shares in the Company pursuant to Section 85 of the Companies Act 2016 read together with Clause 63 of the Constitution of the Company arising from any issuance of new shares of the Company pursuant to Sections 75 and 76 of the Companies Act 2016.”*

**7. PROPOSED NEW AND RENEWAL OF SHAREHOLDERS’ MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE (“PROPOSED NEW AND RENEWAL OF SHAREHOLDERS’ MANDATE”)**

The Meeting then continued on Resolution 6 on the Proposed New and Renewal of Shareholders’ Mandate.

The Meeting being informed that the Resolution 6 if passed, will allow the Company and/or its subsidiaries to enter into recurrent related party transactions of a revenue or trading nature which are necessary for the day-to-day operations of the Company and/or its subsidiaries, subject to the transactions being carried out in the ordinary course of business of the Company and/or its subsidiaries and on normal commercial terms which are generally available to the public and not detrimental to the minority shareholders of the Company.

The following resolution was put to the meeting for consideration and voting:-

*“THAT subject always to the provisions of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, approval be and is hereby given to the Company and/or its subsidiaries (collectively the “Group”) to enter into and give effect to the recurrent related party transactions of a revenue or trading nature with the related parties as specified in Section 2.4 of the Circular to Shareholders dated 26 October 2022, provided that such transactions and/or arrangements which are necessary for the Group’s day-to-day operations and are undertaken in the ordinary course of business, at arm’s length basis, on normal commercial terms and transaction prices which are not more favourable to the related parties than those generally available to the public and are not detrimental to the minority shareholders of the Company (hereinafter referred to as the “Proposed New and Renewal of Shareholders’ Mandate”).*

*THAT the Proposed New and Renewal of Shareholders’ Mandate shall continue to be in force until:-*

- (i) the conclusion of the next AGM of the Company following the AGM at which such mandate was passed, at which time it will lapse, unless by a resolution passed at the meeting whereby the authority is renewed;*
  - (ii) the expiration of the period within which the next AGM of the Company is required to be held pursuant to Section 340(2) of the Companies Act 2016 (but must not extend to such extension as may be allowed pursuant to Section 340(4) of the Companies Act 2016); or*
  - (iii) revoked or varied by resolution passed by the shareholders in general meeting,*
- whichever is the earlier.*

*AND THAT the Directors of the Company be and are hereby authorised to complete and do all such acts and things (including executing all such documents as may be required) as they may consider expedient or necessary or in the best interests of the Company to give effect to the Proposed New and Renewal of Shareholders’ Mandate.”*

## **8. ANY OTHER BUSINESS**

Company Secretary informed that the Company had not received notice for any other business pursuant to the Companies Act 2016.

### **Question and Answer (“Q&A”) SESSION**

In response to the questions on e-vouchers, the Chairman responded that the Company would provide Cheetah’s online store e-vouchers to the shareholders attending the 25th AGM.

### **CONDUCT OF VOTING BY POLL**

After having dealt with all the items on the agenda and the Q&A session, the meeting continued for another 5 minutes to allow shareholders, corporate representatives and proxies to complete their voting on Resolutions 1 to 6 by poll via RPV.

After 5 minutes, the Chairman announced the closing of the voting session, the meeting was adjourned at 10:29 a.m. for approximately 20 minutes, to facilitate the counting of votes by the poll administrator and verification of poll results by the scrutineer.

### **ANNOUNCEMENT OF POLL RESULTS**

Upon the availability of the poll results, the Chairman called the meeting to resume at 10:40 a.m.

The results of the poll which had been verified by the scrutineer was projected on the screen for the members’ information (Please refer to Appendix A attached).

Based on the results of the poll attached, the Chairman declared that the Resolutions 1 to 6 were carried.

### **CLOSURE OF MEETING**

There being no further business, the meeting was closed at 10.42 a.m. with a vote of thanks to the Chair.

Resolutions	FOR			AGAINST			Results
	No. of Shareholders	No. of Shares	% of Voted Shares	No. of Shareholders	No. of Shares	% of Voted Shares	
<p><b>Ordinary Resolution 1</b>                      To approve the payment of Directors' fees up to an amount of RM168,000 from 29 November 2022 until the conclusion of the next Annual General Meeting of the Company.</p>	97	191,264,951	99.9848	16	29,016	0.0152	Accepted
<p><b>Ordinary Resolution 2</b>                      To approve the payment of Directors' benefits up to an amount of RM50,000 for the period from 29 November 2022 until the next Annual General Meeting of the Company.</p>	97	191,250,951	99.9772	17	43,616	0.0228	Accepted
<p><b>Ordinary Resolution 3</b>                      To re-elect Dato' Tea Choo Keng as a Director who retire by rotation pursuant to Clause 109 of the Company's Constitution.</p>	106	191,293,951	99.9997	7	516	0.0003	Accepted
<p><b>Ordinary Resolution 4</b>                      To re-appoint Messrs. BDO PLT as Auditors of the Company for the ensuing year and to authorise the Directors to fix their remuneration.</p>	106	191,293,951	99.9997	7	516	0.0003	Accepted
<p><b>Ordinary Resolution 5</b>                      Authority to Allot and Issue Shares Pursuant to Sections 75 and 76 of the Companies Act 2016</p>	96	191,265,901	99.9851	17	28,566	0.0149	Accepted
<p><b>Ordinary Resolution 6</b>                      Proposed New and Renewal of Shareholders' Mandate for Recurrent Related Party Transactions of a revenue or trading nature</p>	95	191,265,248	99.9856	12	27,516	0.0144	Accepted